

BRA APPROVAL: 9/12/02
ZC APPROVAL: 12/11/02
EFFECTIVE: 12/12/02

BOSTON REDEVELOPMENT AUTHORITY

DEVELOPMENT PLAN FOR

THE CHARLES STREET JAIL HOTEL

PLANNED DEVELOPMENT AREA NO. 58

215 Charles Street

Carpenter MG LLC

August 23, 2002

Development Plan: In accordance with Sections 3-1A and 47A-6 through 47A-9 and Section 80C of the Boston Zoning Code (the “Code”), this Development Plan for the Charles Street Jail Hotel, Planned Development Area No. 58 (the “Development Plan”), sets forth information on the proposed development (the “Project”) of the site located at 215 Charles Street, including the proposed location and appearance of structures, open spaces and landscaping, proposed uses, densities, proposed traffic circulation, parking and loading facilities, access to public transportation and proposed dimensions of structures. This Development Plan represents a stage in the planning process for the development of the Project, which is also undergoing review under Section 80B of the Code. A Project Notification Form (“PNF”) for the Project was filed with the Boston Redevelopment Authority (the “BRA”) on April 4, 2002. Based upon that process and approval of this Development Plan, final plans and specifications for the Project will be submitted to the BRA pursuant to Section 3-1A and Section 80C of the Code for final design review approval and certification as to consistency with this Development Plan. This Development Plan consists of 7 pages of text plus attachments designated Exhibits A through F as listed on page 7 hereof. All references to this Development Plan contained herein shall pertain only to such 7 pages and such exhibits. Exhibits A through E are subject to final design, environmental and other development review by the BRA and by other governmental agencies and authorities, and the Project as described herein may evolve in the course of such review. As long as the Director of the BRA (the “Director”) certifies that the Project is consistent with this Development Plan, then the Project shall be deemed to be in compliance with the Development Plan. Unless otherwise set forth herein, all references herein to terms set forth in the Code shall have the meanings set forth in the Code, as amended to the effective date hereof, and not as the same may be amended hereafter.

In accordance with Section 80C-9 of the Code, consistency of the Project with the Development Plan constitutes compliance with the dimensional, use and other requirements of the Code to the extent such requirements have been addressed in this Development Plan, subject to the provisions of Section 47A-7 of the Code.

Developer: Carpenter MG LLC, its successors and assigns (the “**Developer**”).

Proposed Location: The Project will be located at 215 Charles Street adjacent to the campus of the Massachusetts General Hospital (“**MGH**”) in the present location of the Charles Street Jail and constitutes a portion of the block surrounded by Charles, Blossom and Cambridge Streets in Boston (the “**Project Area**”). The Project Area is described with more particularity in Exhibit A attached hereto and is shown on the site plan attached hereto as Exhibit B. The Project Area is located in the Cambridge Street North District governed by Article 47A of the Code. The Project Area is also located in two subareas within the Cambridge Street North District: the Charles Street Jail South Protection Area (subarea 2) and the Charles Street Jail North Medium Density Area (subarea 5). In addition, the Project Area is located in the Restricted Parking District. The Project Area consists of approximately 48,140 square feet of land area, together with an air rights parcel containing approximately an additional 949 square feet as described in Exhibit A (the “**Air Rights Parcel**”).

Appearance of Structures: The Project consists of the development of a hotel on the site of the historic Charles Street Jail (the “**Jail**”) and consists of the adaptive reuse of the Jail and construction of an adjacent 15-story guestroom wing (the “**New Structure**”). This adaptive reuse of the Jail is consistent with a Memorandum of Agreement Among Massachusetts Historical Commission, Health and Educational Facilities Authority, Massachusetts Department of Environmental Protection, General Hospital Corporation and Carpenter & Company, Inc. Regarding the Charles Street Jail which was executed in April of 2001. As currently planned, the Project will include approximately 305 hotel rooms, meeting rooms, function areas, restaurants, bars and an exercise area and accessory uses. The Project may be connected by a pedestrian bridge to the NAB under construction on an adjacent parcel. A majority of the public areas will be located in the Jail, and a majority of the hotel rooms will be located in the New Structure.

The site plan attached hereto in Exhibit B shows the Project and the elevations attached hereto in Exhibit C illustrate its general appearance as currently envisioned. The final design, location, appearance, height and gross floor area of the Project are subject to final design, environmental and other development review by the BRA and other governmental agencies and authorities. The signage program for the Project shall also be subject to design, environmental and other development review by the BRA, but any “**Sign**” (as defined in the Code) approved as part of such review shall be deemed to be in compliance with the Development Plan. As long as the Director certifies that the actual design, location, appearance, height and gross floor area of the Project are consistent with this Development Plan, then such design, location, appearance, height and gross floor area of the Project shall be deemed to be in compliance with the Development Plan.

Proposed Dimensions. The Jail, at present, is approximately 112 feet high. A replica of the original cupola which graced the Jail will be restored to the structure. The top of this cupola will be approximately 142 feet above the surrounding ground surface. Although the maximum “**Height**” permitted by the Boston Zoning Code in this portion of the Project Area is 125 feet, “**Height**” for purposes of the Boston Zoning Code in the Cambridge Street North District is measured to the top of the structure of the last occupied floor. Accordingly, although the restored cupola will be approximately 142 feet above the surrounding ground surface, the Height

for zoning purposes will not exceed that of the existing Jail (approximately 112 feet) as restored, without regard to the cupola, since the cupola will not contain occupied floors. The restoration of the cupola is an important element of the restoration effort which will return the Jail to its past architectural grandeur. The New Structure will include 15 stories and will not exceed a Height of 155 feet which is the maximum Height permitted in this portion of the Project Area.

As currently designed, the Project is consistent with all dimensional requirements applicable to the Project Area, except Sections 47A-11.2 and 47A-11.3 of the Code. Section 47A-11.3 of the Code provides that every portion of a proposed project that extends above the height of the Street Wall of a building be set back not less than 65 feet from the Street Wall. Section 47A-11.2 of the Code provides that the Street Wall height shall not exceed 65 feet. Under these provisions of the Code, all portions of each Street Wall of a building above 65 feet should be set back at least 65 feet from the Street Wall. The Street Wall provisions of Section 47A-11 were apparently intended to apply to Cambridge Street but, read literally, they apply to Fruit Street as well. When the Street Wall provisions are applied to Fruit Street, the Project does not conform with the requirements of those provisions because the Street Wall of the guestroom wing will exceed 65 feet without the required setback. The massing of the Project has been designed to accommodate restoration of the Jail, which limits the portion of the Project Site on which the New Structure can be located. Because of the constraints imposed by the Jail, the New Structure must be placed in a location which results in nonconformity to the Street Wall provisions of Article 47A. The massing is consistent with other structures in the neighborhood. All references herein to "height" and "Street Wall" refer to those terms as defined in the Code. Dimensional requirements relating to the Project are summarized in Exhibit E.

The actual dimensions of the Project, as such dimensions may be further refined, revised, amended and approved pursuant to BRA review and review by other appropriate agencies and authorities may differ slightly from the permitted dimensions set forth herein and in the exhibits attached hereto. As long as the Director certifies that the actual dimensions of the Project are consistent with this Development Plan, then such dimensions shall be deemed to be in compliance with the Development Plan.

Proposed Density: The maximum floor area ratio ("FAR") for the Project Area under the Code is 5.0. The Project will include approximately 240,000 square feet of gross floor area, of which approximately 80,000 square feet is located in the Jail and 160,000 square feet in the New Structure. As indicated in Exhibit E, the FAR for the Project will not exceed 5.0 based upon the ratio of up to 240,700 square feet of gross floor area of proposed development (calculated as described in the Code) to the land area in the Project Area of approximately 48,140 square feet. For the purpose of calculating the FAR for the Project, the square footage of the Air Rights Parcel has been excluded from the Project Area.

The actual density, floor area and FAR of the Project, as such density, floor area and FAR may be further refined, revised, amended and approved pursuant to BRA review and other appropriate agencies and authorities, may differ slightly from the permitted density, floor area and FAR set forth herein. As long as the Director certifies that the actual density, floor area and FAR of the Project are consistent with this Development Plan, then such density, floor area and FAR shall be deemed to be in compliance with the Development Plan.

Proposed Open Spaces and Landscaping. Several open spaces are included in site design of the Project, including outdoor dining and terrace seating, spilling out from one of the Project's restaurants, and a generous garden accessible from Charles Street. Present plans provide for the perimeter of the site to be landscaped and enhanced by a knee-high wall constructed of granite blocks, recycled from unused portions of the Jail's façade, to replace the existing unsightly security wall. Although not part of the Project, the parcel adjacent to Charles Circle formerly occupied by Buzzy's Fabulous Roast Beef (the "**Buzzy's Parcel**"), will be converted by MGH into a landscaped pedestrian entrance to the Project Area in order to enhance the streetscape in the area of the Project and the NAB project. The building and billboard currently located on the Buzzy's Parcel will be removed and replaced by attractive landscaping.

Proposed Uses of the Area: The Project will be used for hotel and related uses, including restaurants, bars, meeting rooms, function space, an exercise facility and accessory uses, including storage, employee facilities, housekeeping, food preparation and administrative areas. The proposed uses planned for the Project may include those uses listed in Exhibit D attached hereto. Day care facilities will not be provided in the Project or elsewhere in connection with the Project. As long as the Director certifies that the actual uses of the Project are consistent with this Development Plan, then such uses shall be deemed to be in compliance with the Development Plan

Proposed Traffic Circulation: The Project will include a new driveway on Charles Street, a drop-off/pick-up loop at the front entrance to the Project for circulating traffic, and a new two-way roadway between the drop-off/pick-up loop and the parking garage being developed adjacent to the Project Area by MGH as part of its NAB. The new driveway off Charles Street will function as the primary vehicular entrance to the Project. The driveway is designed to be located as far away from Charles Circle as possible to prevent entering and exiting traffic from disrupting traffic operations in Charles Circle. The secondary vehicular entrance to the Project, being constructed by MGH as part of the NAB, is a two-way roadway between the drop-off/pick-up loop and the NAB parking garage. This new roadway will provide access to the NAB parking garage and could be used to egress and access the Project to and from Cambridge Street.

Proposed Parking and Loading Facilities: Approximately 725 parking spaces will be provided in the below-grade parking garage being developed by MGH as part of the NAB. The Project's parking needs will be accommodated through an agreement with MGH to provide dedicated parking for the Project in the NAB garage, including approximately 100 spaces during the day and 200 spaces at night. Sharing the garage in this manner will minimize the number of new spaces to be constructed while maximizing garage utilization since MGH's peak parking demands and the Project's peak parking demands occur at different times of the day. The Project plans also provide for approximately 7 short-term parking spaces on-site within the drop-off/pick-up loop. There is one planned loading area to be located just west of MGH's Northeast Proton Therapy Building. As currently contemplated, the loading area will have two bays, one of which will be for a trash compactor. Service vehicles will access the site from Fruit Street, turning left onto a one-way roadway for service vehicles only that is adjacent to MGH's Northeast Proton Therapy Building, and egress the site by turning right onto a new one-way roadway to be constructed by MGH as part of the NAB project adjacent to the Fruit Street Garage and exiting onto Cambridge Street

Access to Public Transportation: The Project is located in close proximity to Charles Street station on the MBTA's Red Line providing convenient access to the Project from most of Greater Boston.

Development Review Procedures: All design plans for the Project are subject to ongoing development review and approval by the BRA. Such review is being conducted in accordance with Large Project Review under Article 80 of the Code.

Creation of New Job Opportunities. The Development Plan proposes the creation of new job opportunities in accordance with Section 47A-9.1 of the Code. The development of the Project will provide approximately 100 part-time and 250 full-time jobs within the Hotel, restaurants and other facilities provided in the Project. Employment positions in the Project will be newly created in the Cambridge Street North District as the hotel and related facilities are new to the district and the City.

Diversification and Expansion of Boston's Economy. The Development Plan proposes diversification and expansion of Boston's economy by creating a project which is supportive of health care and research and development uses in accordance with Section 47A-9.2 of the Code. The hotel and conference facilities to be included in the Project are specifically referenced in Section 47A-9.2 as uses which are supportive of health care and research and development uses. The Project will be immediately adjacent to the MGH campus and results from MGH's planning objectives which called for the creation of a hotel facility to serve and support the needs of MGH. In fact, current plans call for a pedestrian bridge connecting the Project to the NAB to more readily support the hospital's needs. The NAB being developed by MGH next door, as well as the other facilities of MGH, are devoted to health care and research and development uses.

Provision of Street Improvements. The Development Plan provides for substantial street improvements to streets adjacent to and in the vicinity of the Project Area in accordance with Section 47A-9.3 of the Code. The Developer proposes to improve the sidewalk along Charles Street in the area adjacent to the Project Area by planting trees and widening the sidewalk to create a landscaped pedestrian area along the perimeter of the site and to help reduce vehicle speeds on that portion of Charles Street. The conversion of the Buzzy's Parcel by MGH into an attractive landscaped pedestrian entrance to the Project Area will also enhance the streetscape and the public domain.

Development Impact Project Exaction. The Developer will enter into a Development Impact Project Agreement with the BRA under which the Developer will make a housing contribution grant and a jobs contribution grant totaling approximately \$1,200,000 in accordance with the provisions of Section 80B-7 of the Code and other applicable requirements. As required by Section 80B-7 of the Code, the housing contribution grant is approximately \$1,005,200 based upon a payment of \$7.18 per square foot of gross floor area of the Project in excess of 100,000 square feet (that is, approximately 140,000 square feet), and the jobs contribution grant is approximately \$201,600 based upon a payment of \$1.44 per square foot of gross floor area of the Project in excess of 100,000 square feet (that is, approximately 140,000 square feet).

Other Urban and Public Benefits: The Project will restore an important historical resource and help to revitalize the area in and around Charles Circle. An area which is currently blighted and underused will be attractively developed and made available for public use and enjoyment. The Project has several open spaces in the site design, including outdoor dining, a generous garden accessible from Charles Street and the addition of new pedestrian space on the land adjacent to Charles Circle formerly occupied by Buzzy's Fabulous Roast Beef. Restaurant and retail uses located in the Project will be available for use by the general public. The quality of the design and its construction on an underutilized site will improve the urban design characteristics of the Project Area and the surrounding neighborhood. The Project will dramatically improve views from the Longfellow Bridge, one of the City's most important gateways. The Project will help to increase the supply of hotel rooms within the City of Boston for tourists, neighborhood residents, hospital visitors and guests. When fully operational, the Project will also produce approximately \$1.5 million annually in real estate taxes for the City of Boston and a total of approximately \$3,000,000 annually in the room occupancy excise, of which approximately \$1,000,000 will go to the City of Boston. The construction of the Project will contribute directly to the economy of Boston by providing approximately 260 construction jobs with a goal of employing at least 50% Boston residents, 25% minorities and 10% women.

Attachments:

Exhibit A: Legal Description

Exhibit B: Site Plan

Exhibit C: Elevations

Exhibit D: Table of Proposed Uses

Exhibit E: Dimensional Requirements

Exhibit F: Zoning District Map

EXHIBIT A

LEGAL DESCRIPTION

A parcel of land situated in the City of Boston, Suffolk County, Commonwealth of Massachusetts, being more particularly bounded and described as follows:

Beginning at a point at the intersection of the southerly line of Fruit Street and the easterly line of Charles Street,

THENCE running S 82° 57' 11" E and a distance of 151.49 along said southerly line of Fruit Street;

THENCE turning and running by land, now or formerly of Massachusetts General Hospital, on the following seven (7) courses:

S 05° 51' 22" W, a distance of 122.43 feet to a point;
S 38° 19' 13" E, a distance of 15.98 feet, to a point;
S 05° 37' 22" W, a distance of 57.64 feet, to a point;
S 51° 01' 42" W, a distance of 15.71 feet, to a point;
S 05° 48' 43" W, a distance of 66.06 feet, to a point;
N 84° 03' 42" W, a distance of 71.21 feet, to a point; and
S 05° 56' 15" W, a distance of 60.81 feet, to a point;

THENCE turning and running along said easterly line of Charles Street on the following four (4) courses:

N 46° 55' 43" W, a distance of 78.07 feet, to a point of curvature;
Northerly, on a curve to the right, having a radius of 100.00 feet, an arc distance of 96.35 feet, to a point;
N 08° 09' 59" E, a distance of 135.22 feet, to a point; and
N 19° 16' 27" E, a distance of 68.20 feet, to the point of beginning.

The above described parcel containing 48,140 square feet, more or less, or 1.11 acres, more or less.

The following air rights parcel is also included in the Planned Development Area and is described as follows:

Beginning at the northeast corner of the parcel herein before described.

THENCE running S 05° 51' 22" W, a distance of 6.25 feet, to the TRUE POINT OF BEGINNING;

THENCE running through land, now or formerly of Massachusetts General Hospital, on the following four (4) courses:

S 84° 08' 38" E, a distance of 14.60 feet, to a point;
S 05° 51' 22" W, a distance of 65.00 feet, to a point;
N 84° 08' 38" W, a distance of 14.60 feet, to a point; and
N 05° 51' 22" E, a distance of 65.00 feet, to the TRUE POINT OF BEGINNING

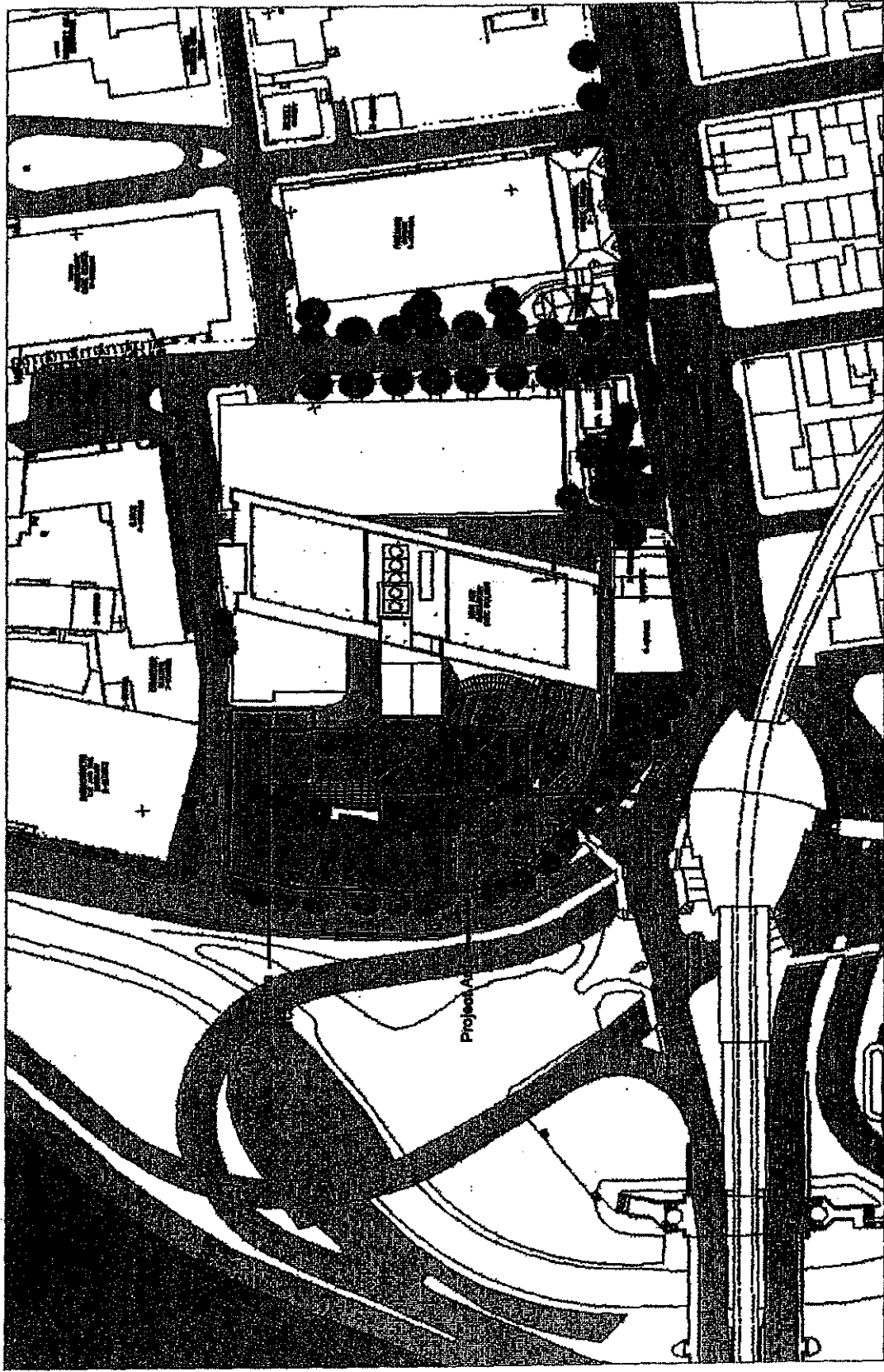
The above described parcel containing approximately 949 square feet, more or less, extending from elevation 39.83 feet, [referred to Boston City Base], and continuing vertically.

For the purpose of calculating the floor area ratio of the Project in the Planned Development Area, this Development Plan omits the air rights parcel from the total square footage of the Project Area. Therefore, for such purposes, the Project Area contains 48,140 square feet, more or less.

EXHIBIT B

SITE PLAN

(Attached)



Site Plan

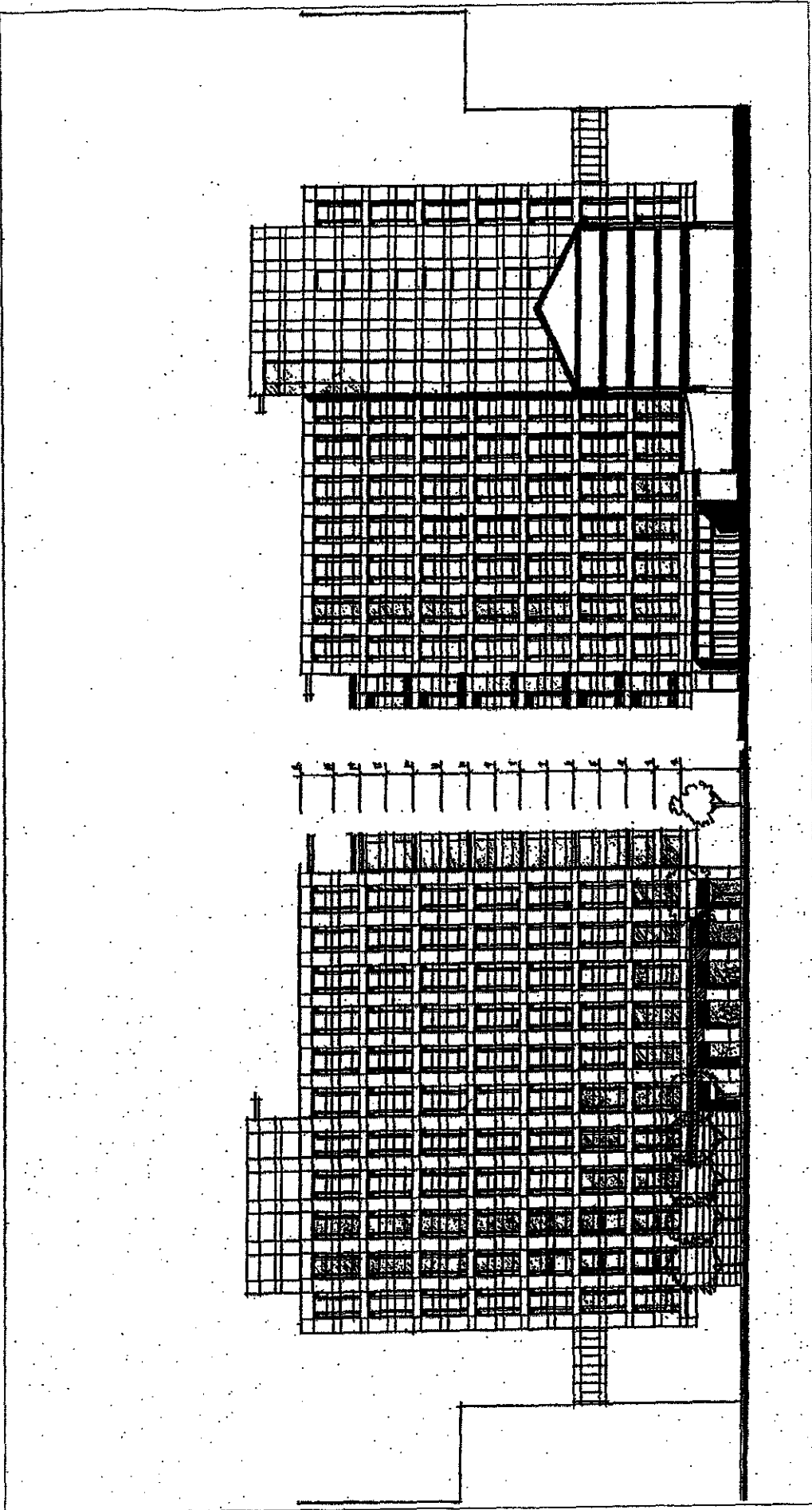
Charles Street Jail Hotel



Carpenter & Co.

Cambridge Seven Associates, Inc.
29 March 2002

EXHIBIT C
ELEVATIONS
(Attached)



Charles Street Jail Hotel

North and South Elevation of Guestroom Wing

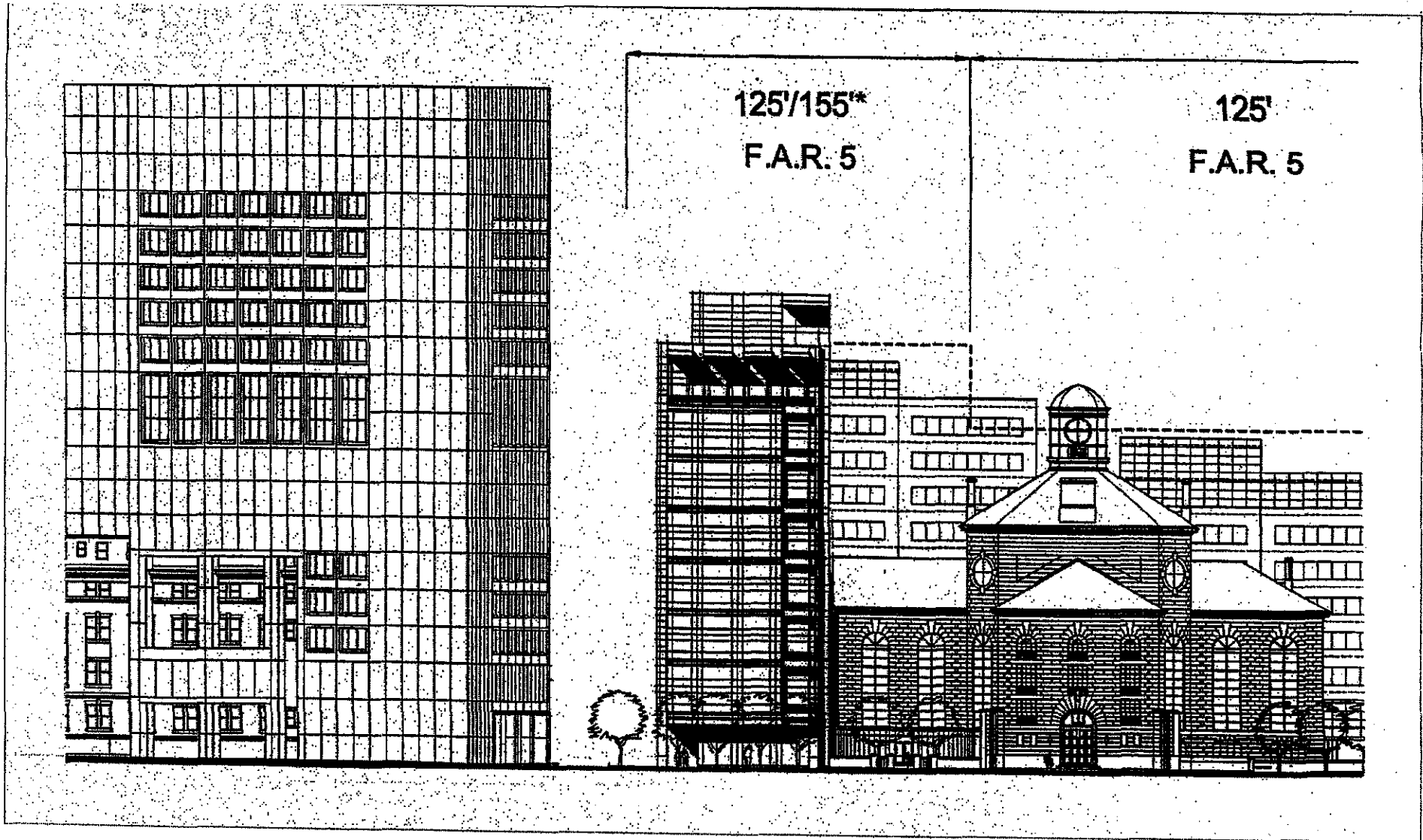


Carpenter & Co.

Cambridge Seven Associates, Inc.

29 March 2002

C-3



Charles Street Jail Hotel

West Elevation



Carpenter & Co.

Cambridge Seven Associates, Inc.

29 March 2002

EXHIBIT D

TABLE OF PROPOSED USES

Section 47A-12.3.(e)	<u>Hotel Uses</u>
Section 47A-12.3(a)	<u>Residential Uses</u> Limited to extended-stay suites serviced by hotel.
Section 47A-12.3(c)	<u>Restaurant Uses</u> Limited to lunchroom, restaurant, cafeteria or other place for the service or sale of food or drink for on-premises consumption.
Section 47A-12.3 (o)	<u>Accessory Uses</u> Subject to the limitations and restrictions of Article 10, limited to: (i) a garage or parking space for occupants, employees, students, and visitors, provided that such use is accessory to a residential or hotel use allowed pursuant to Section 47A-12.3; (ii) accessory swimming pool, health club, tennis court; (iii) sale over the counter, wholly incidental to a restaurant or hotel use listed under Section 47A-12.3, of food or drink prepared on premises for off-premises consumption; (iv) the storage of flammable liquids and gases incidental to a lawful use; (v) the maintenance and operation of not more than four amusement game machines in a private club, dormitory, fraternity, or sorority house, or similar noncommercial establishment, or in any commercial establishment; (vi) any use ancillary to, and ordinarily incident to, a lawful main use, provided that any such use shall be subject to the same restrictions, conditions, limitations, provisos, and safeguards as the use to which it is accessory.
Section 47A-12.4(c)	<u>Restaurant Uses</u> Lunch room, restaurant, or cafeteria or other place for the service or sale of food or drink for on-premises consumption if alcoholic beverages are sold. Take-out restaurant: sale over the counter, not wholly incidental to a use specifically allowed under Section 47A-12.3, of food or drink prepared on premises for off-premises consumption or for on-premises consumption if, as so sold, such food or drink is ready for take-out.

Section 47A-12.4(h)

Parking Uses

Parking lot or parking garage.

Section 47A-12.4(m)

Ancillary Uses

Any use on a lot adjacent to, or across the street from, but in the same district as, a lawful use to which it is ancillary and for which it would be a lawful accessory use if it were on the same lot; provided that any such use shall be subject to the same restrictions, conditions, limitations, provisos, and safeguards as the use to which it is ancillary.

EXHIBIT E

DIMENSIONAL REQUIREMENTS

	Permitted in Article 47A	Permitted in Development Plan
Maximum Floor Area Ratio	5.0	5.0*
Maximum Height Charles Street Jail South Protection Area	125 feet	125 feet**
Charles Street Jail Medium Density Area	155 feet	155 feet
Maximum Street Wall Height	65 feet	155 feet***
Minimum Setback	65 feet above the Street Wall height	None***
Note: All terms used herein have the meanings ascribed to them in the Boston Zoning Code and all calculations are to be made in accordance with the Boston Zoning Code. The actual floor area ratio, height and setbacks of the Project are subject to the completion of design, environmental and other development review.		

* For the purpose of calculating the FAR for the Project, the square footage of the Air Rights Parcel is not included in the Project Area but the gross floor area of any portion of the Project located in the Air Rights Parcel is included in the gross floor area of the Project.

** "Height" for purposes of the Boston Zoning Code in the Cambridge Street North District is measured to the top of the structure of the last occupied floor. Accordingly, although the restored cupola will be approximately 142 feet above the surrounding ground surface, the Height for zoning purposes will not exceed that of the existing Jail (approximately 112 feet) as restored, without regard to the cupola, since the cupola will not contain occupied floors. The restoration of the cupola is an important element of the restoration effort which will return the Jail to its past architectural grandeur. The New Structure will include 15 stories and will not exceed a Height of 155 feet which is the maximum Height permitted in this portion of the Project Area.

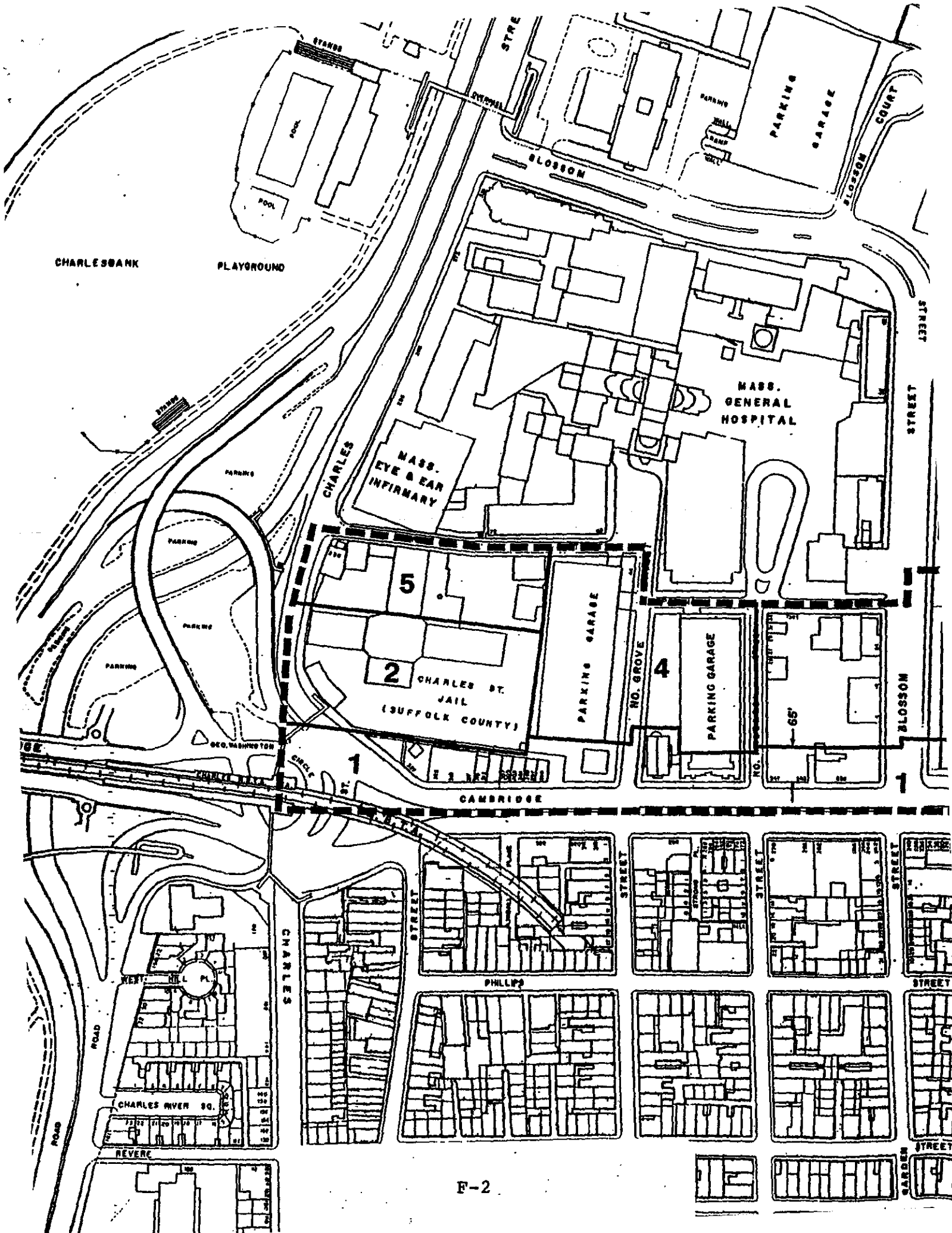
*** The Street Wall provisions of Section 47A-11 were apparently intended to apply to Cambridge Street but, read literally, they apply to Fruit Street as well. When the Street Wall provisions are applied to Fruit Street, the Project does not conform with the requirements of those provisions because the Street Wall of the guestroom wing will

exceed 65 feet without the required setback. Accordingly, the Development Plan eliminates the Street Wall setback requirement for the Project and allows the height of the Street Wall to exceed the maximum Street Wall height set forth in Article 47A.

EXHIBIT F

ZONING DISTRICT MAP

(Attached)



CHARLES BANK

PLAYGROUND

MASS. EYE & EAR INFIRMARY

MASS. GENERAL HOSPITAL

2 CHARLES ST. JAIL (SUFFOLK COUNTY)

4 PARKING GARAGE

CAMBRIDGE

CHARLES RIVER SQ.

MEMORANDUM

SEPTEMBER 12, 2002

TO: BOSTON REDEVELOPMENT AUTHORITY AND
MARK MALONEY, DIRECTOR

FROM: SUSAN HARTNETT, DIRECTOR OF ECONOMIC
DEVELOPMENT
E. OWEN DONNELLY, DEPUTY DIRECTOR FOR INSTITUTIONAL
DEVELOPMENT
KEITH CRAIG, PROJECT MANAGER FOR INSTITUTIONAL
DEVELOPMENT

SUBJECT: REQUEST AUTHORIZATION AND APPROVALS REGARDING THE
CHARLES STREET JAIL HOTEL PROJECT AS A DEVELOPMENT
IMPACT PROJECT AND A PLANNED DEVELOPMENT AREA
DEVELOPMENT PLAN, 215 CHARLES STREET, BOSTON, MA

SUMMARY: This memorandum requests that the Boston Redevelopment Authority (the "BRA") approve the Charles Street Jail Hotel project as a Development Impact Project within the meaning of Section 80B-7 of the Boston Zoning Code (the "Code"), approve the Planned Development Area Development Plan, and authorize the Director to (1) issue a Scoping Determination pursuant to Section 80B-5.3(d) of the Code approving the Project Notification Form (the "PNF") and waiving the requirement for filing and review of a Draft Project Impact Report (the "DPIR") and Final Project Impact Report (the "FPIR"); (2) issue a Certification of Compliance, pursuant to Section 80B-6 of the Code, upon successful completion of Article 80 Large Project Review; (3) issue a Certification of Consistency, pursuant to Section 80C-8 of the Code, upon successful completion of Article 80 Planned Development Area Review; (4) approve the Planned Development Area (the "PDA") Development Plan and petition the Zoning Commission of the City of Boston for approval of the PDA Development Plan and establishment of a planned development area; and (5) take all actions and execute all documents deemed necessary and appropriate by the Director in connection with the foregoing, including, without limitation, executing and delivering a Boston Construction Employment Plan, a Development Impact Project Agreement, and a Cooperation Agreement.

INTRODUCTION

On August 22, 2002, a public hearing was held (and subsequently closed) to consider the Charles Street Jail Hotel project as a Development Impact Project and a Planned

Development Area Development Plan. Following the closure of such hearing, the matter was tabled to reconsider the votes at a subsequent BRA Board meeting.

PROJECT DESCRIPTION

Carpenter and Company, Inc. (the "Proponent") proposes to develop a 239,000 square foot, 305 guestroom hotel, consisting of two building elements, including the adaptive reuse of the historic Charles Street Jail ("Jail") and construction of an adjacent 15-story guestroom wing (the "Proposed Project" or "Hotel"). The maximum height of the new guestroom wing will be 155 feet, as measured under the Boston Zoning Code (the "Code"). The Proposed Project is located at 215 Charles Street on a 1.1 acre site bounded by Charles Street, Fruit Street, Cambridge Street, and the Massachusetts General Hospital ("MGH") campus. The Charles/MGH MBTA station at Charles Circle is located directly across Cambridge Street from the project site. The proposed guestroom wing will be constructed between the existing Jail and the Massachusetts Eye and Ear Infirmary ("MEEI"), which is located across Fruit Street just north of the site. The site was purchased by MGH in 1991 and is being ground leased to the Proponent, a private developer unaffiliated with MGH. MGH occupies a significant area to the east of the site and is currently constructing the new Yawkey Center for Outpatient Care (the "Yawkey Center").

The development program for the Proposed Project includes the following components:

- 305 hotel guestrooms occupying a total of approximately 181,500 square feet;
- Meeting and function rooms occupying a total of approximately 8,390 square feet;
- Two restaurants and one bar occupying a total of approximately 10,640 square feet;
- An exercise area occupying a total of approximately 4,140 square feet; and
- Hotel-related retail space occupying a total of approximately 500 square feet.

The remainder of the Hotel is comprised of storage, employee facilities, housekeeping, food preparation, and administrative areas. The majority of the public functions will be accommodated in the existing Jail structure, including the main lobby, meeting and function rooms and restaurants, while the majority of the Hotel guestrooms, along with the ballroom and exercise area will be provided in the guestroom wing.

The Hotel's parking needs will be accommodated through an agreement with MGH to provide dedicated parking in the underground garage that is part of the MGH Yawkey Center under construction directly east of the Jail. 100 spaces will be dedicated to the Hotel for daytime use and 200 spaces for use at night. The Proposed Project also has approximately seven proposed short-term parking spaces within the drop-off/pick-up loop at the Hotel's front door, which is located at the intersection of the south and west wings of the Jail and facing Charles Street and the Charles/MGH MBTA station.

PROJECT REVIEW

The Proposed Project is subject to Large Project Review under Article 80 of the Code. Formal Article 80 review began when the Proponent submitted a Project Notification Form (the "PNF") to the Boston Redevelopment Authority (the "BRA") on April 4, 2002. The public comment period for the PNF, which was extended by the Proponent, ended on May 31, 2002. The Proponent has specifically asked for a waiver from the requirements to file a Draft Project Impact Report ("DPIR") and Final Project Impact Report ("FPIR"). A complete transportation analysis was performed for the Proposed Project when the MGH Yawkey Center project underwent Article 80 Large Project Review. The PNF includes a thorough analysis of urban design, shadow, daylight, wind, historical, and other environmental impacts. Finally, both the Massachusetts Historical Commission and the Boston Landmarks Commission have approved the Proposed Project.

There has been extensive public involvement in the review of the Proposed Project. The Proposed Project has been presented and discussed at public meetings with residents of the Beacon Hill and West End neighborhoods, and institutional abutters, on April 23, 2002 and May 22, 2002. Smaller meetings have been held with the Beacon Hill Civic Association, the West End Civic Association, the Beacon Hill Chamber of Commerce, other representatives of the West End community, major project abutters such as the MEEI, and public agencies having review or approval jurisdiction over the Proposed Project. In addition, the Proposed Project has also received significant input from the Impact Advisory Group (the "IAG") through the benefit of having six IAG meetings. As of August 6, 2002, the IAG had reached a general consensus regarding impacts and their satisfactory mitigation.

The Proposed Project is also undergoing Planned Development Area ("PDA") Review pursuant to Section 80C of the Boston Zoning Code (the "Code"). To initiate review, the Proponent submitted the PDA Development Plan to the BRA on May 20, 2002. The public review and comment period for the PDA ended on July 3, 2002. The Proponent seeks to achieve zoning compliance by having the project site designated as a Planned Development Area, which is located entirely in the Cambridge Street North District, established by Article 47A of the Code. There are two sub-districts that encompass the site, the Charles Street Jail North Medium Density Area and the Charles Street Jail South Protection Area. Attached to this Board Memorandum as Exhibit A is the Site Plan and Zoning District Map for submission to the Zoning Commission, requesting approval to permit the building wall of the Proposed Project facing Fruit Street to exceed 65 feet without the required 65 foot setback and will authorize the uses which are not permitted as of right, particularly the serving of alcoholic beverages, which is a conditional use in the District.

Based upon the foregoing, BRA staff feels that the PNF, together with the subsequent actions and submissions by the Proponent, adequately results in the satisfactory identification, analysis and mitigation of expected impacts of the Proposed Project.

Therefore, it is recommended that the requirement for submission of DPIR and FPIR be waived pursuant to Section 80B-5.3(d) of the Code.

BOSTON CIVIC DESIGN COMMISSION REVIEW

The Proposed Project comes under the jurisdiction of the Boston Civic Design Commission (the "BCDC") pursuant to Article 28 of the Code. Following review at subcommittee level on two occasions, the BCDC Design Committee in July expressed a recommendation to approve the Proposed Project at its full Commission meeting on August 6, 2002. The August 6, 2002 full BCDC meeting did not have a quorum and could not take a binding vote, but unanimously expressed a sentiment to approve the Proposed Project and to ratify the motion with a vote at the September 3, 2002 meeting. At the September 3 BCDC meeting, the Commission unanimously voted to approve the Proposed Project.

PUBLIC BENEFITS

The Proposed Project will bring substantial benefits to the City. Construction of the Proposed Project will contribute directly to the local economy by providing construction jobs, as well as other full and part-time employment opportunities. Linkage payments of approximately \$1.2 million for housing and job training will be paid in connection with the Proposed Project. The Proposed Project will contribute approximately \$1.5 million annually in real estate taxes for the City of Boston when fully operational. In addition to these direct financial benefits, the Proposed Project will restore a historic landmark and adapt it to a new publicly accessible use, increase the supply of hotel rooms within the City of Boston, and dramatically improve the public open spaces around Charles Circle.

Specifically, the Proposed Project will result in the following public benefits:

- The construction of the Charles Street Jail Hotel will contribute to the economy of Boston by providing approximately 260 construction jobs and will accommodate approximately 350 full and part-time permanent jobs;
- The Proposed Project will produce an approximate \$1.5 million annual payment in real estate taxes, when fully operational, more than an 8-fold increase over tax revenues generated from the underutilized Jail building, which has remained vacant since 1992;
- For the Proposed Project, the Proponent will make linkage contributions in the form of a housing contribution payment of approximately \$1,005,200 and a jobs contribution payment of approximately \$201,600;
- The Proposed Project will take a spectacular but unused and debilitated historic structure and convert it into a restored landmark occupied by active uses. The architectural and interior design approach will save, reuse, and replicate many of

the existing historical Jail components, including the exterior masonry, slate roof, and window sashes;

- The prominent location of the Jail site near the Charles River, the Charles/MGH MBTA station, the Longfellow Bridge, and Charles Circle provides a substantial opportunity to improve the physical relationship between the Jail site and its environs. Some of the significant improvements will be: to create substantial public access to and around the site, to develop generous public open space, to create and maintain attractive landscaping, to improve views of the historic Jail from the River and Charles Circle, and to encourage public access to the major public elements of the Hotel, including the main lobby, the meeting and function rooms, and the restaurants and lounges;
- The Proposed Project will help to increase the supply of hotel rooms within the City of Boston. The proximity of the Proposed Project to the MGH campus and the Charles/MGH MBTA station will provide convenient accommodations for hospital visitors and guests and for those visiting the area; and
- Based on discussions with the BRA and comments from other City agencies, community groups and the IAG, the Proponent has made mitigation commitments relating to potential project impacts, which shall be set forth in the Cooperation Agreement to be executed between the BRA and the Proponent.

TRANSPORTATION ACCESS PLAN AGREEMENT

The Proponent, the Boston Transportation Department ("BTD"), the BRA, and the community have extensively reviewed the transportation impacts of the Proposed Project. Through the Large Project Review process, the Proponent has carefully analyzed transportation impacts and has agreed to implement a range of mitigation measures, which will be set forth in a Transportation Access Plan Agreement to be executed between BTD and the Proponent prior to the issuance of a building permit for the Proposed Project. These transportation mitigation measures include the following:

- Join the MBTA Corporate T-Pass Program and offer a substantial subsidy on MBTA passes for employees to encourage the use of transit to and from the Hotel;
- As part of BTD mitigation for the Proposed Project, fund and install a fiber optic cable line from Cambridge and Sudbury Streets to Congress and North Streets via Sudbury Street;
- Strictly limit the number of on-site parking spaces for employees in the Yawkey Center garage to no more than 6 spaces;
- Limit hotel use of the Yawkey Center's 725-space garage to 100 spaces during the day and 200 spaces at night. This arrangement between MGH and the

Proponent was designed to be reflective of the likely demand for parking by the Hotel. In the unlikely event that demand exceeds the spaces committed by MGH, MGH is committed to work with the Proponent to provide additional spaces where available under the control of MGH;

- Aggressively manage and control the parking activity within the Hotel drop-off/pick-up loop to ensure that there are no long-term parkers using the loop;
- Provide bicycle storage and on-site shower/locker facilities for employees to promote bicycling to work;
- Join the Zipcar organization so that Hotel employees may use one of the Zipcar vehicles parked in MGH's Fruit Street Garage;
- Charge Hotel guests and visitors market rates for parking;
- Pay MGH \$75,000 as a contribution for costs incurred in connection with traffic studies and the like;
- Prohibit delivery and service vehicle loading for the Proposed Project on public streets;
- Aggressively promote MBTA services and available shuttles within the area through a transportation information kiosk located in the Hotel; and
- In association with MGH and the Metropolitan District Commission, cooperate in the Charles Circle directional signage program.

CONCLUSION

In light of the substantial public benefits from the Proposed Project, it is recommended that the BRA, having reconsidered both the public hearing as well as the information contained herein, approve the Charles Street Jail Hotel project as a Development Impact Project within the meaning of Section 80B-7 of the Code, approve the Planned Development Area Development Plan, and authorize the Director to (1) issue a Scoping Determination pursuant to Section 80B-5.3(d) of the Code approving the PNF and waiving the requirement for filing and review of a DPIR and FPIR; (2) issue a Certification of Compliance, pursuant to Section 80B-6 of the Code, upon successful completion of Article 80 Large Project Review; (3) issue a Certification of Consistency, pursuant to Section 80C-8 of the Code, upon successful completion of Article 80 Planned Development Area Review; (4) approve the PDA Development Plan and petition the Zoning Commission of the City of Boston for approval of the PDA Development Plan and establishment of a planned development area; and (5) take all actions and execute all documents deemed necessary and appropriate by the Director in connection with the foregoing, including, without limitation, executing and delivering a

Boston Construction Employment Plan, a Development Impact Project Agreement, and a Cooperation Agreement.

Appropriate votes follow:

VOTED: That the Boston Redevelopment Authority ("BRA") hereby approves the Charles Street Jail Hotel project (the "Proposed Project") as a Development Impact Project within the meaning of Section 80B-7 of the Code; and further

VOTED: That the Director be, and hereby is, authorized to issue a Scoping Determination which waives the requirement for the filing and review of a Draft Project Impact Report ("DPIR") and Final Project Impact Report ("FPIR"), pursuant to Section 80B-5.3(d) of the Code and finds that the Project Notification Form (the "PNF") along with the subsequent actions and submissions by the Proponent are sufficient and adequately results in the identification, analysis and mitigation of expected impacts of the Proposed Project; and further

VOTED: That the Director be, and hereby is, authorized to issue a Certification of Compliance for the Proposed Project pursuant to Section 80B-6 of the Code after the Director has determined that the Proposed Project complies with (a) the conditions of the Scoping Determination, and (b) to the extent applicable, the following provisions of the Code: (i) Section 80B-7: Development Impact Project Exactions; (ii) Section 80B-8: Disclosure of Beneficial Interests; (iii) Section 80C-8: Planned Development Area Review: Certifications; and (iv) Article 28: Boston Civic Design Commission; and further

VOTED: That, in connection with the Planned Development Area Development Plan for the Proposed Project, presented at a public hearing duly held at the offices of the BRA on August 22, 2002, and after consideration of evidence presented at, and in connection with, such hearing, the BRA finds with respect to the Development Plan that (a) the Development Plan is not for a location or proposed project for which Planned Development Areas are forbidden by the underlying zoning; (b) the Proposed Project in the Development Plan complies with any provisions of the underlying zoning that establish use, dimensional, design, or other requirements for Proposed Projects in Planned Development Areas; (c) the Development Plan complies with any provisions of the underlying zoning that establish planning and development criteria, including public benefits, for Planned Development Areas; (d) the Development Plan conforms to the plan for the district, subdistrict, or similar geographic area in which the Planned Development Area is located, and to the general plan for the City as a whole; (e) on balance, nothing in the Development Plan will be injurious to the neighborhood or otherwise detrimental to the public welfare, weighing

all the benefits and burdens; and (f) the Development Plan does adequately and sufficiently satisfy all other development plan criteria and specifications for a Planned Development Area as set forth in the Boston Zoning Code; and further

VOTED: That pursuant to the provisions of Section 3-1A.a and Article 80C of the Code, the BRA hereby approves the Planned Development Area Development Plan and authorizes the Director to petition the Zoning Commission of the City of Boston to approve the Development Plan submitted to the BRA at its meeting of August 22, 2002; and further

VOTED: That the Director be, and hereby is, authorized to issue a Certification of Consistency for Planned Development Area Review when the Director finds that (a) the Proposed Project is consistent with the Development Plan, and (b) the Development Plan has been approved by the Authority and the Boston Zoning Commission in accordance with the applicable provisions of Section 3-1A.a and Article 80C, Planned Development Area Review; and further

VOTED: That the Director be, and hereby is, authorized to execute and deliver all documents deemed necessary and appropriate by the Director in connection with the Proposed Project, including, without limitation, a Boston Residents Construction Employment Plan, a Development Impact Project Agreement, and a Cooperation Agreement; and further

VOTED: That the BRA hereby finds and determines that the Proposed Project and the Planned Development Area Development Plan for the Proposed Project conform to the general plan for the City of Boston as a whole, and that nothing in such Proposed Project or in such Development Plan will be injurious to the neighborhood or otherwise detrimental to the public welfare.

Map Amendment Application No. 471
Development Plan for Planned
Development Area No. 58
Boston Redevelopment Authority, on
behalf of Carpenter MG LLC
Map 1K, Cambridge Street North District

MAP AMENDMENT NO. 415

THE COMMONWEALTH OF MASSACHUSETTS

CITY OF BOSTON

IN ZONING COMMISSION

The Zoning Commission of the City of Boston, acting under Chapter 665 of the Acts of 1956, as amended, after due report, notice and hearing, does hereby approve the Development Plan for Planned Development Area No. 58, The Charles Street Jail Hotel, and amends "Map 1K, Cambridge Street North District," of the series of maps entitled "Zoning Districts City of Boston," dated August 15, 1962, as amended, as follows:

1. On Map 1K:

By adding the suffix "D", indicating a Planned Development Area overlay district to the zoning designation of that parcel of land located at 215 Charles Street, Boston, described with more particularity in Exhibit A attached hereto and is shown on the site plan attached hereto as Exhibit B.

EXHIBIT A

LEGAL DESCRIPTION

A parcel of land situated in the City of Boston, Suffolk County, Commonwealth of Massachusetts, being more particularly bounded and described as follows:

Beginning at a point at the intersection of the southerly line of Fruit Street and the easterly line of Charles Street,

THENCE running S 82° 57' 11" E and a distance of 151.49 along said southerly line of Fruit Street;

THENCE turning and running by land, now or formerly of Massachusetts General Hospital, on the following seven (7) courses:

S 05° 51' 22" W, a distance of 122.43 feet to a point;
S 38° 19' 13" E, a distance of 15.98 feet, to a point;
S 05° 37' 22" W, a distance of 57.64 feet, to a point;
S 51° 01' 42" W, a distance of 15.71 feet, to a point;
S 05° 48' 43" W, a distance of 66.06 feet, to a point;
N 84° 03' 42" W, a distance of 71.21 feet, to a point; and
S 05° 56' 15" W, a distance of 60.81 feet, to a point;

THENCE turning and running along said easterly line of Charles Street on the following four (4) courses:

N 46° 55' 43" W, a distance of 78.07 feet, to a point of curvature;
Northerly, on a curve to the right, having a radius of 100.00 feet, an arc distance of 96.35 feet, to a point;
N 08° 09' 59" E, a distance of 135.22 feet, to a point; and
N 19° 16' 27" E, a distance of 68.20 feet, to the point of beginning.

The above described parcel containing 48,140 square feet, more or less, or 1.11 acres, more or less.

The following air rights parcel is also included in the Planned Development Area and is described as follows:

Beginning at the northeast corner of the parcel herein before described.

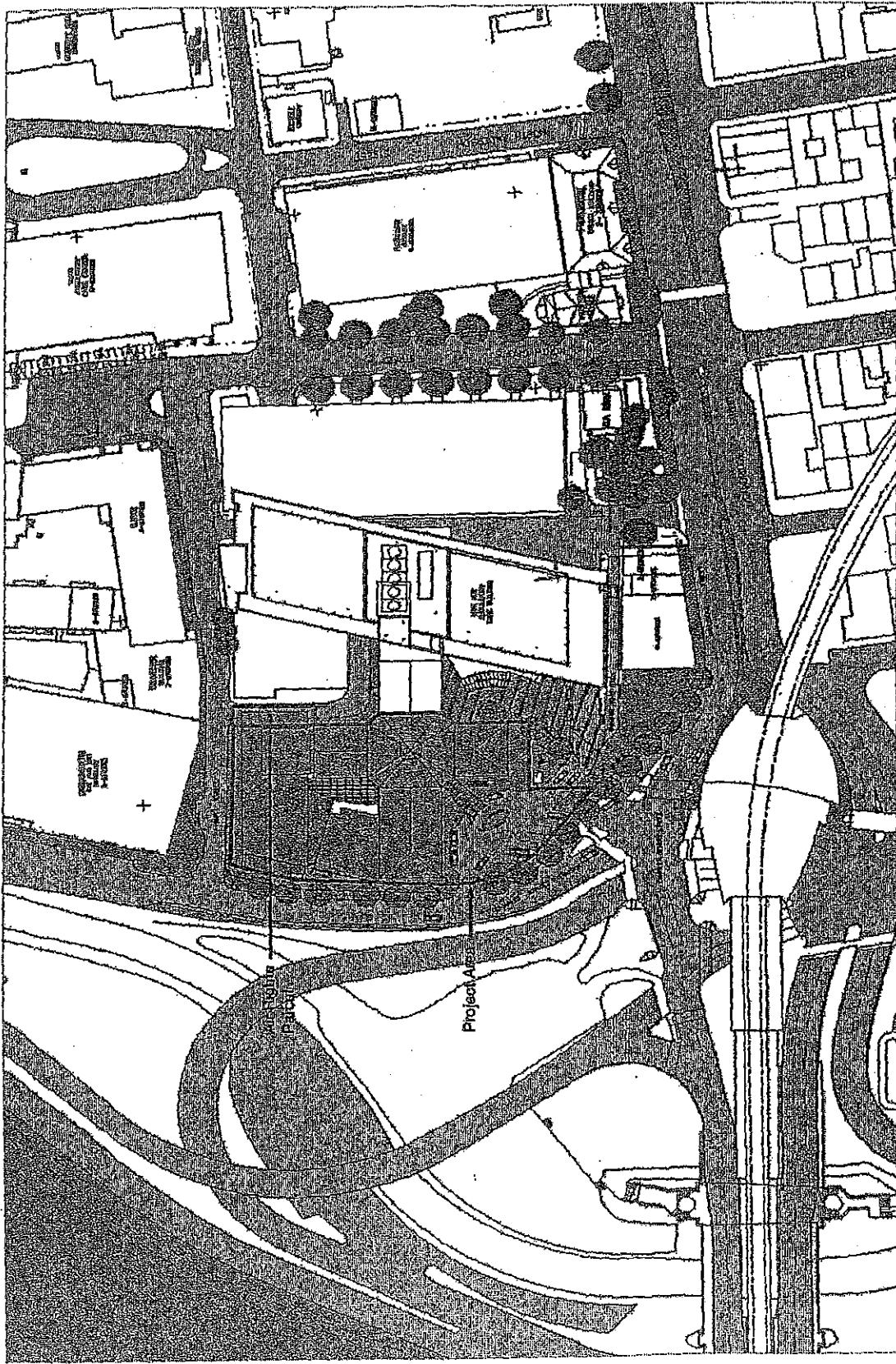
THENCE running S 05° 51' 22" W, a distance of 6.25 feet, to the TRUE POINT OF BEGINNING;

THENCE running through land, now or formerly of Massachusetts General Hospital, on the following four (4) courses:

S 84° 08' 38" E, a distance of 14.60 feet, to a point;
S 05° 51' 22" W, a distance of 65.00 feet, to a point;
N 84° 08' 38" W, a distance of 14.60 feet, to a point; and
N 05° 51' 22" E, a distance of 65.00 feet, to the TRUE POINT OF BEGINNING

The above described parcel containing approximately 949 square feet, more or less, extending from elevation 39.83 feet, [referred to Boston City Base], and continuing vertically.

For the purpose of calculating the floor area ratio of the Project in the Planned Development Area, this Development Plan omits the air rights parcel from the total square footage of the Project Area. Therefore, for such purposes, the Project Area contains 48,140 square feet; more or less.



Site Plan

Charles Street Jail Hotel



Carpenter & Co.

Cambridge Seven Associates, Inc.

29 March 2002

R. G. Neen

Chairman

Robert Fendler

Vice Chairman

[Signature]

[Signature]

[Signature]

[Signature]

[Signature]

In Zoning Commission

Adopted: December 11, 2002

Attest: *[Signature]*
[Signature]
Secretary

Planned Development Area No. 58, Charles Street Jail Hotel

R. L. Mann

Chairman

Robert Foudan

Vice Chairman

Jay Dussan

Janice Boyd

Mr. Long

Mr. [unclear]

Mr. [unclear]

Mr. [unclear]

In Zoning Commission


Adopted: December 11, 2002

Attest:

[Signature]
Secretary

Map Amendment Application No. 471

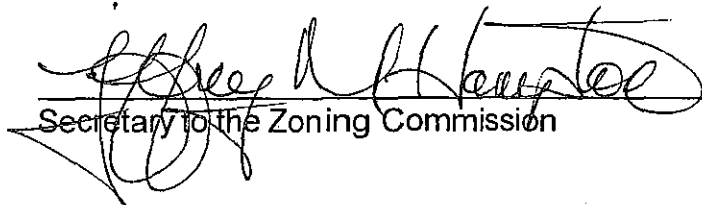
Map Amendment No. 415



Mayor, City of Boston

Date: 12/12/12

The foregoing amendment was presented to the Mayor on ~~DECEMBER 12, 2002~~ and was signed by him on ~~DECEMBER 12, 2002~~, whereupon it became effective on ~~DECEMBER 12, 2002~~ in accordance with Section 3 of Chapter 665 of the Acts of 1956, as amended.

Attest: 

Secretary to the Zoning Commission

Development Plan for Planned Development Area No. 58, Charles Street Jail Hotel

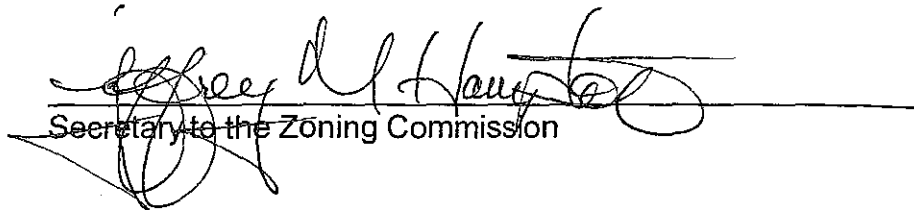


Mayor, City of Boston

Date: 12/12/02

The foregoing Development Plan was presented to the Mayor on ~~DECEMBER 12, 2002~~ and was signed by him on ~~DECEMBER 12, 2002~~ whereupon it became effective on ~~DECEMBER 12, 2002~~ in accordance with Section 3 of Chapter 665 of the Acts of 1956, as amended.

Attest:



Secretary to the Zoning Commission